

RECORDATION NO. W64-A FILED

GILMARTIN, POSTER & SHAFTO LLP

DEC 31 '01

2-32 PM

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SURFACE TRANSPORTATION BOARD

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December 27 2001

**Via Express Mail**

Vernon A. Williams  
Secretary, Surface Transportation Board  
1925 K Street N.W.  
Washington, D.C. 20423

**Re: VICKI M. McALLISTER Transaction**

Dear Mr. Secretary:

I am a member of the firm of Gilmartin, Poster & Shafto, attorneys representing Citicapital Commercial Leasing Corporation in connection with a transaction involving the U.S. flag coastwise tug vessel, VICKI M. McALLISTER, Official Number 1112731.

I have enclosed an original and one counterpart of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are:

(a) a Demise Charter ("Demise Charter") dated as of December 27, 2001, a primary document, between Citicapital Commercial Leasing Corporation as Shipowner, and McAllister Towing and Transportation Company, Inc., as Charterer, of the U.S. flag towing vessel named VICKI M. McALLISTER, Official Number 1112731; and

(b) Bill of Sale ("Bill of Sale") dated as of December 27, 2001, a secondary document, executed by McAllister Towing and Transportation Company, Inc., as Seller, in favor of Citicapital Commercial Leasing, as Transferee, in respect of the U.S. flag towing vessel named VICKI M. McALLISTER, Official Number 1112731.

follows:

The names and addresses of the parties to the documents are as

**Shipowner under the Demise Charter  
and Transferee under the Bill of Sale**

CITICAPITAL COMMERCIAL LEASING CORPORATION  
(formerly known as Associates Leasing, Inc.)  
250 East Carpenter Freeway  
Irving, Texas 75002

Attention: Robert Joven, Esq.  
Associate General Counsel

**Charterer under the Demise Charter and  
Seller in respect of the Bill of Sale**

McALLISTER TOWING AND TRANSPORTATION COMPANY, INC.  
17 Battery Place  
New York, New York 10004

Attention: Brian McAllister, President

A description of the equipment covered by the documents follows:

U.S. flag towing vessel named VICKI M. McALLISTER,  
Builder's Hull No. 787, Official No. 1112731.

A fee of \$56.00 is enclosed. Please return the originals and any  
copies not needed by the Board for recordation to the undersigned at the address  
given in our letterhead.

A short summary of the documents to appear in the index follows:

**With respect to the Demise Charter**

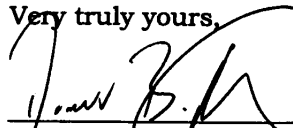
Demise Charter dated as of December 27, 2001 between  
Citicapital Commercial Leasing Corporation, Shipowner,  
250 East Carpenter Freeway, Irving, Texas 75002 and  
McAllister Towing and Transportation Company, Inc.,  
Charterer, 17 Battery Place, New York, New York, 10004,  
in respect of the U.S. flag towing vessel named VICKI M.  
McALLISTER, Official No. 1112731.

**With respect to the Bill of Sale**

Bill of Sale dated as of December 27, 2001 as executed by McAllister Towing and Transportation Company, 17 Battery Place, New York, New York 10004, in favor of Citicapital Commercial Leasing Corporation, and covering the U.S. flag towing vessel named VICKI M. McALLISTER, Official No. 1112731.

Please sign and return to us the extra copy of this letter provided herewith for that purpose using the enclosed pre-addressed, postage paid envelope. Please indicate on that extra copy relevant recording information.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Donald B. Shafto", is written over a horizontal line.

Donald B. Shafto, attorney for  
and representative in fact of  
Shipowner

**SURFACE TRANSPORTATION BOARD**

(COMPLETE THIS SECTION ONLY IF VESSEL HAS NEVER BEEN DOCUMENTED AND DOES NOT HAVE A HULL IDENTIFICATION NUMBER.)

VESSEL DATA

A. BUILDER

B. BUILDER'S HULL NUMBER

C. FORMER NAME(S)

D. FORMER MOTORBOAT NUMBERS

E. FORMER ALIEN REGISTRATIONS

F. DIMENSIONS: L=

B=

D=

G. PERSON FROM WHOM SELLER OBTAINED VESSEL

SIGNATURE OF SELLER

WARRANTIES/APPURTENANCES/LIMITATIONS/EXCEPTIONS

INSTRUCTIONS

1. INDICATE CURRENT DOCUMENTED NAME. (IF VESSEL HAS NEVER BEEN DOCUMENTED SELLER MUST COMPLETE AND SIGN DATA SECTION ABOVE.)
2. INDICATE OFFICIAL NUMBER AWARDED TO VESSEL OR HULL IDENTIFICATION NUMBER ASSIGNED BY MANUFACTURER. (IF THE VESSEL HAS NO HULL IDENTIFICATION NUMBER AND HAS NEVER BEEN DOCUMENTED, SELLER MUST COMPLETE AND SIGN THE VESSEL DATA SECTION ABOVE.)
3. INSERT NAMES AND ADDRESSES OF ALL PERSONS SELLING VESSEL, ALONG WITH TOTAL INTEREST OWNED BY THOSE PERSONS IF MORE ROOM IS NEEDED, AN ATTACHMENT MAY BE MADE SHOWING THE ADDRESSES OF THE SELLERS.
- 3A. SELF-EXPLANATORY.
4. INSERT NAMES AND ADDRESSES OF ALL BUYERS, ALONG WITH THE INTEREST TRANSFERRED TO EACH. IF THERE IS MORE THAN ONE BUYER AND NO DIVISION OF INTEREST IS SHOWN, THIS BILL OF SALE WILL RESULT IN EACH BUYER HOLDING AN EQUAL INTEREST. (IF MORE ROOM IS NEEDED, AN ATTACHMENT MAY BE MADE SHOWING THE ADDRESSES OF THE BUYERS.)
- 4A. SELF-EXPLANATORY.
- 4B. CHECK ONE OF THE BLOCKS TO CREATE A FORM OF OWNERSHIP OTHER THAN A TENANCY IN COMMON. IF "OTHER" IS CHECKED, THE FORM OF OWNERSHIP MUST BE DESCRIBED.
5. OPTIONAL IF THE AMOUNT PAID FOR THE VESSEL IS INSERTED, IT WILL BE NOTED ON THE VESSEL'S GENERAL INDEX.
6. SELF-EXPLANATORY. USE "REMARKS" SECTION ABOVE IF VESSEL IS NOT SOLD FREE AND CLEAR, OR TO LIST VESSEL APPURTENANCES WHICH ARE NOT SOLD WITH THE VESSEL.
7. SELF-EXPLANATORY.
8. SHOW THE DATE ON WHICH THE INSTRUMENT IS SIGNED.
9. IN ADDITION TO THE PRINTED OR TYPED NAME OF THE SIGNER, SHOW WHETHER THAT PERSON WAS ACTING AS AN OWNER, AS AN AGENT FOR AN OWNER, AS TRUSTEE, AS THE PERSONAL REPRESENTATIVE OR EXECUTOR OF AN ESTATE, OR OTHER CAPACITY WHICH ENTITLED THAT PERSON TO SIGN THE BILL OF SALE.
10. ANY ACKNOWLEDGMENT IN SUBSTANTIAL COMPLIANCE WITH THE LAW OF THE STATE WHERE TAKEN MAY BE ATTACHED TO THIS INSTRUMENT IN LIEU OF THE PREPRINTED ACKNOWLEDGMENT.

PRIVACY ACT STATEMENT

IN ACCORDANCE WITH 5 USC 552(A), THE FOLLOWING INFORMATION IS PROVIDED TO YOU WHEN SUPPLYING PERSONAL INFORMATION TO THE U.S. COAST GUARD.

1. AUTHORITY. SOLICITATION OF THIS INFORMATION IS AUTHORIZED BY 46 USC, CHAPTER 313 AND 46 CFR, PART 67.
2. THE PRINCIPAL PURPOSES FOR WHICH THIS INSTRUMENT IS TO BE USED ARE:
  - (A) TO PROVIDE A RECORD, AVAILABLE FOR PUBLIC INSPECTION AND COPYING, OF THE SALE OR OTHER CHANGE IN OWNERSHIP OF A VESSEL WHICH IS DOCUMENTED, WILL BE DOCUMENTED, OR HAS BEEN DOCUMENTED PURSUANT TO 46 USC, CHAPTER 121.
  - (B) PLACEMENT OF THIS INSTRUMENT IN A BOOK FOR EXAMINATION BY GOVERNMENTAL AUTHORITIES AND MEMBERS OF THE GENERAL PUBLIC.
3. THE ROUTINE USE WHICH MAY BE MADE OF THIS INFORMATION INCLUDES DEVELOPMENT OF STATISTICAL DATA CONCERNING DOCUMENTED VESSELS.
4. DISCLOSURE OF THE INFORMATION REQUESTED ON THIS FORM IS VOLUNTARY. HOWEVER, FAILURE TO PROVIDE THE INFORMATION COULD PRECLUDE FILING OF A BILL OF SALE AND DOCUMENTATION OF THE VESSEL NAMED HEREIN PURSUANT TO 46 USC, CHAPTER 121. MOREOVER, BILLS OF SALE WHICH ARE NOT FILED ARE NOT DEEMED TO BE VALID AGAINST ANY PERSON EXCEPT THE GRANTOR OR A PERSON HAVING ACTUAL KNOWLEDGE OF THE SALE. (46 USC 31321(A)).

THE COAST GUARD ESTIMATES THAT THE AVERAGE BURDEN FOR THIS FORM IS 20 MINUTES. YOU MAY SUBMIT ANY COMMENTS CONCERNING THE ACCURACY OF THIS BURDEN ESTIMATE OR MAKE SUGGESTIONS FOR REDUCING THE BURDEN TO: COMMANDANT (G-MVI), U.S. COAST GUARD, WASHINGTON, DC 20583-0001 OR OFFICE OF MANAGEMENT AND BUDGET, OFFICE OF INFORMATION AND REGULATORY AFFAIRS, ATTENTION: DESK OFFICER FOR DOT/USCG, OLD EXECUTIVE OFFICE BUILDING, WASHINGTON, DC 20503.

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